

DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I declare that:

My residence, post office address and citizenship are as stated below next to my name; I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural inventors are named below) of the subject matter which is claimed and for which a patent is sought on the invention entitled: **ELECTRICALLY ALTERABLE NON-VOLATILE MEMORY WITH N-BITS PER MEMORY CELL** the specification of which is attached hereto or X was filed on February 27, 1995 as Application Serial No. 08/410,200 and was amended on (if applicable).

I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above. I acknowledge the duty to disclose information which is material to the examination of this application in accordance with Title 37, Code of Federal Regulations, Section 1.56. I claim foreign priority benefits under Title 35, United States Code, Section 119 of any foreign applications(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed.

Prior Foreign Application(s)

Country	Application No.	Date of Filing	Priority Claimed Under 35 USC 119
			Yes <u> </u> No <u> </u>
			Yes <u> </u> No <u> </u>

I claim the benefit under Title 35, United States Code, Section 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, Section 112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, Section 1.56 which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

Application Serial No.	Date of Filing	Status
08/071,816	June 4, 1993	<u>X</u> Patented <u> </u> Pending <u> </u> Abandoned
07/652,878	February 8, 1991	<u>X</u> Patented <u> </u> Pending <u> </u> Abandoned

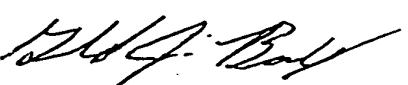
POWER OF ATTORNEY: As a named inventor, I hereby appoint the following attorney(s) and/or agent(s) to prosecute this application and transact all business in the Patent and Trademark Office connected therewith.

[Signature] Richard T. Ogawa, Reg. No. 37,692
Gary T. Aka, Reg. No. 29,037

Send Correspondence to: <u>TOWNSEND and TOWNSEND and CREW LLP</u> <u>Two Embarcadero Center, 8th Floor</u> <u>San Francisco, CA 94111-3834</u>	Direct Telephone Calls to: (Name, Reg. No., Telephone No.) Name: Richard T. Ogawa Reg. No. 37,692 Telephone: (415) 326-2400
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Full Name of Inventor 1	Last Name Banks	First Name Gerald	Middle Name or Initial J.	
Residence & Citizenship	City Fremont	State/Foreign Country California CA	Country of Citizenship U.S.A.	
Post Office Address	Post Office Address 200 Pawnee Place	City Fremont	State/Country CA	Zip Code 94539
Full Name of Inventor 2	Last Name	First Name	Middle Name or Initial	
Residence & Citizenship	City	State/Foreign Country	Country of Citizenship	
Post Office Address	Post Office Address	City	State/Country	Zip Code
Full Name of Inventor 3	Last Name	First Name	Middle Name or Initial	
Residence & Citizenship	City	State/Foreign Country	Country of Citizenship	
Post Office Address	Post Office Address	City	State/Country	Zip Code

I further declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

Signature of Inventor 1  Gerald J. Banks	Signature of Inventor 2	Signature of Inventor 3
Date 8/13/96	Date	Date

A-8753

PATENT APPLICATION

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re the Application of:

Gerald J. BANKS

Serial No.: 08/410,200

Group Art Unit: 2511

Filed: February 27, 1995

Examiner: T. Fears

For: ELECTRICALLY ALTERABLE NON-VOLATILE MEMORY WITH
N-BITS PER CELL

* * *

REVOCATION AND POWER OF ATTORNEY

Assistant Commissioner for Patents
Washington, D.C. 20231

Sir:

We, the Assignee of the entire right, title, and interest in and to the above-identified invention and application for Letters Patent, hereby revoke any Powers of Attorney previously granted in this application, and hereby appoint Nelson H. Shapiro, Reg. No. 17,095, Mitchell W. Shapiro, Reg. No. 31,568, and Andrew E. Rawlins, Reg. No. 34,702 of the firm of Shapiro and Shapiro, Reg. No. 18,810, our attorneys with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith, all correspondence to be addressed to Shapiro and

Shapiro, 1100 Wilson Boulevard, Suite 1701, Arlington,
Virginia 22209.

BTG USA Inc.

Date: 5/8/97

Signature: Bruce G. Bernstein
Name: Bruce G. Bernstein
Title: Vice President /Legal & Patents

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* * *

STATEMENT UNDER 37 C.F.R. § 3.73(b)

Assistant Commissioner for Patents
Washington, D.C. 20231

Sir:

BTG USA Inc., a corporation duly organized under the laws of Delaware, certifies that it is the Assignee of the entire right, title, and interest in and to the above-identified patent application by virtue of an Assignment from the inventor of said patent application. A copy of said Assignment is attached.

The undersigned has reviewed said Assignment and, to the best of the undersigned's knowledge and belief, title is in said Assignee.

The undersigned (whose title is supplied below) is empowered to sign this statement on behalf of the assignee.

The undersigned hereby declares that all statements made herein of the undersigned's own knowledge are true, and

that all statements made on information and belief are believed to be true; and further, that these statements are made with the knowledge that willful false statements, and the like so made, are punishable by fine or imprisonment, or both, under Section 1001, Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

BTG USA Inc.

Date: 5/8/17

Signature: Bruce Bernstein

Name: Bruce G. Bernstein

Title: Vice President /Legal & Patents

FORM PTO-1595
GPO: 2025
OMB No. 0651-0011 (exp. 4-30-94)
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RECORDATION FORM COVER PATENTS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

GERALD J. BANKS

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other _____

Execution Date: February 13, 1997

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)

08/410,200
08/511,659

Additional numbers attached? Yes No

B. Patent No.(s)

5,218,569
5,394,362

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: BTG USA INC.

Internal Address: PATENT DEPARTMENT

Street Address: 2200 RENAISSANCE BLVD.

City: GULPH MILLS State: PA ZIP: 19406

C. Total number of applications and patents involved: 4

D. Total fee (37 CFR 3.41) \$100.00

Enclosed

Authorized to be charged to deposit account

E. Deposit account number:

02-3900

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

I. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Joel F. Spivak Reg. 24,179

Name of Person Signing


Signature

2/26/97
Date

Total number of pages including cover sheet, attachments, and document: 1

Mail documents to be recorded with required copy sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

APPENDIX A
"ASSIGNMENT"

WHEREAS, Gerald J. Banks, an individual having his place of business at 200 Pawnee Place, Fremont, CA 94539, as Assignor, is sole owner of the following inventions:

ELECTRICALLY ALTERABLE NON-VOLATILE MEMORY WITH N-BITS PER MEMORY CELL, having United States Patent Number 5,218,569, issued on June 8, 1993; and

ELECTRICALLY ALTERABLE NON-VOLATILE MEMORY WITH N-BITS PER MEMORY CELL, having United States Patent Number 5,394,362, issued on February 28, 1995; and

ELECTRICALLY ALTERABLE NON-VOLATILE MEMORY WITH N-BITS PER MEMORY CELL, an application for a United States Letter Patent filed on February 27, 1995, having Serial Number 08/410,200; and

ELECTRICALLY ALTERABLE NON-VOLATILE MEMORY WTH N-BITS PER MEMORY CELL, an application for a United States Letter Patent filed on August 7, 1995, having Serial Number 08/511,659.

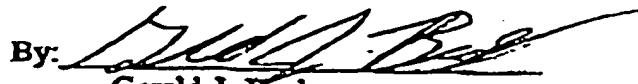
WHEREAS, BTG USA INC., a Corporation of Delaware, whose post office address is Renaissance Business Park, 2200 Renaissance Boulevard, Gulph Mills, PA 19406 as Assignee, is desirous of securing the entire right, title and interest in and to these inventions in all countries throughout the world, and in and to issued United States Letters Patent; and to any applications for United States Letters Patent on these inventions; and to the Letters Patent to be issued upon such applications;

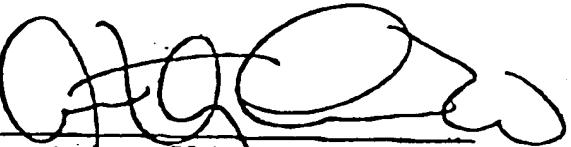
NOW THEREFORE, be it known that for good and valuable consideration, hereby acknowledged to have been received by the Assignor, the Assignor has sold, assigned, transferred, and set over, and does hereby sell, assign, transfer, and set over unto the Assignee, its lawful successors and assigns, the Assignor's entire right, title, and interest in and to these inventions, together with any patent application which has been or may hereafter be filed thereon, and/or issued patent and all divisions, continuations, and continuations-in-part thereof, and all Letters Patent of the United States which may be granted thereon, and all reissues thereof, and all choses in action which may be based thereon, and all rights to claim and contest priority on the basis of any such application, and all applications for Letters Patent which have been or may hereafter be filed for these inventions in any foreign country and all Letters Patent which have been or may hereafter be granted on these inventions in any foreign country, and all extensions, renewals, and reissues thereof; and the Assignor hereby authorizes and requests the Commissioner of Patents of the United States and any official of any foreign country whose duty it is to issue patents on applications as described above, to issue all Letters Patent for these inventions to Assignee, its successors and assigns, and/or to assign already issued Letters Patent to Assignee in accordance with the terms of this Assignment;

AND, the Assignor HEREBY covenants that the Assignor has the full right to convey the interest assigned by this Assignment, has not conveyed any interest in the inventions or right to practice the inventions to any third party, and the Assignor has not executed and will not execute any Agreement in conflict with this Assignment;

AND, the Assignor HEREBY further covenants and agrees that the Assignor will, without further consideration, communicate with Assignee, its successors and assigns, any facts known to the Assignor respecting these inventions, and testify in any legal proceeding, sign all lawful papers when called upon to do so, execute and deliver any and all papers that may be necessary or desirable to perfect the title to these inventions in said Assignee, its successors and assigns, execute all divisional, continuation, and reissue applications, make all rightful oaths and generally do everything possible to aid Assignee, its successors, and assigns, to obtain and enforce proper patent protection for these inventions in the United States and any foreign country, it being understood that any expense incident to the execution of such papers shall be borne by the Assignee, its successors and assigns.

IN TESTIMONY WHEREOF, an authorized representative of Assignor and Assignee have hereunto set their hands this 13 day of February 1997.

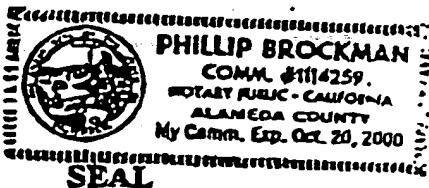
By: 
Gerald J. Banks

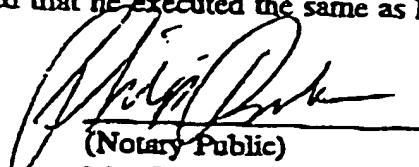
By: 
Anthony V. Lando
Sr. VP & General Manager

ACKNOWLEDGEMENT BY NOTARY PUBLIC:

State of California County of Alameda ss:

BE IT REMEMBERED, that on February 6, 1997, before me, the subscriber, personally appeared Gerald J. Banks to me known to be the person described in and who executed the foregoing Assignment, and acknowledged that he executed the same as his free act and deed.




(Notary Public)
My Commission Expires: October 20, 2000

Commonwealth of Pennsylvania, County of Chester ss:

BE IT REMEMBERED, that on February 4, 1997, before me, the subscriber, personally appeared Anthony V. Lando, who, being by me duly sworn on their oaths, depose and makes proof to my satisfaction, that he is an officer of BTG USA Inc., the corporation named as Assignee in the within Assignment, that he is the Senior Vice President and General Manager, of said corporation; and that said Assignment is hereby signed and delivered by them as and for the voluntary act and deed of said corporation, in the presence of deponent, who thereupon subscribed her name hereto as attesting witness.

Alexa Ahlefeldt
(Notary Public)
My Commission Expires: April 28, 1997

SEAL

